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首創置業股份有限公司

BEIJING CAPITAL LAND LTD.

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2868)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Beijing Capital Land Ltd. (the “Company”) will be held at F17, Red Goldage, No. 2, Guang Ning Bo Street, Beijing, the People’s Republic of China (the “PRC”) at 9:00 a.m. on Thursday, 26 April 2012 to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

“THAT:

1. the Report of the Board of Directors of the Company for the year of 2011 be and is hereby approved and confirmed;
2. the Report of the Supervisory Committee of the Company for the year of 2011 be and is hereby approved and confirmed;
3. the audited financial statements and the Auditors’ Report of the Company for the year of 2011 be and are hereby approved and confirmed;
4. the scheme of profit distribution of the Company for the year of 2011 be and is hereby approved and confirmed;
5. the allocation proposal of long term incentive fund for the year of 2011 be and is hereby approved and confirmed; and
6. the re-appointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company as the Company’s auditors for the year of 2012 be and is hereby approved and confirmed and the board of directors of the Company (the “Board”) be and is hereby authorized to determine their remunerations.”

SPECIAL RESOLUTION

“THAT:

7. the Board be and is hereby granted a general and unconditional mandate to separately or concurrently issue, allot and deal with additional H shares (the “H Shares”) and/or domestic shares (the “Domestic Shares”) in the share capital of the Company:

(a) subject to no.7(c) and no.7(d) herein and pursuant to the listing rules of the relevant stock exchanges (as amended from time to time) and the PRC Company Law, the exercise by the Board of all the powers granted by the general and unconditional mandate to allot, issue and deal with the shares of the Company during the Relevant Period and to determine the terms and conditions for the allotment and issue of new shares including the following terms:

(1) class and number of new shares to be issued;

(2) issue price of new shares;

(3) starting and closing dates for the issue;

(4) class and number of new shares to be issued to existing shareholders of the Company; and

(5) making or granting of offers, agreements and options which might require the exercise of such powers;

(b) the approval in no.7(a) herein shall authorize the Board during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of new H Shares and new Domestic Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval in no.7(a) herein, otherwise than pursuant to the issue of shares by conversion of the surplus reserve into share capital in accordance with the PRC Company Law and the articles of association of the Company (the “Articles”), shall not exceed 20% of each of the existing H Shares and Domestic Shares;

(d) in exercising the powers granted under no.7(a) herein, the Board shall comply with the listing rules of the relevant stock exchanges (as amended from time to time) and the PRC Company Law and shall obtain approvals from the China Securities Regulatory Commission and other relevant PRC authorities;

(e) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until the earliest of:

(i) the expiration of the 12-month period following the passing of this resolution;

- (ii) the conclusion of the next annual general meeting of the Company following the passing of this resolution; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company (the “Shareholders”) in a general meeting;
- (f) subject to the approvals by the relevant PRC authorities and upon the exercise of the powers pursuant to no.7(a) herein in accordance with the PRC Company Law and other relevant laws and regulations, the Board be and is hereby authorized to increase the registered capital of the Company to the required amount and to act on behalf of the Company in respect of matters relating to registration with the relevant authorities in Hong Kong and the PRC and other necessary procedures;
- (g) the Board be and is hereby authorized to sign the necessary documents, complete the necessary formalities and take other necessary steps to complete the allotment, issuance and listing of new shares, provided that the same shall not violate the relevant laws, administrative regulations, listing rules of the relevant stock exchanges and the Articles; and
- (h) subject to the approvals by the relevant PRC authorities and in accordance with the listing rules of the relevant stock exchanges, the Board be and is hereby authorized to make appropriate and necessary amendments to the Articles to reflect the alteration of the share capital and shareholding structures of the Company pursuant to the exercise of this mandate.”

By order of the Board
Beijing Capital Land Ltd.
Lee Sing Yeung, Simon
Company Secretary

Hong Kong, 3 April 2012

Notes:

1. For ordinary resolution no.5 herein, the allocation proposal of long term incentive fund for the year of 2011 is set out in Appendix I to this notice.

2. ELIGIBILITY TO ATTEND THE AGM

The H Share register of the Company will be closed from 20 April 2012 to 26 April 2012 (both dates inclusive), during which no transfer of H Shares will be effected. The Shareholders whose names appear in the register of members of the Company at the close of business on 19 April 2012 may attend the AGM after completing the registration procedures. In addition, the register of members will be closed from Thursday, 3 May 2012 to Wednesday, 9 May 2012, (both days inclusive), for ascertaining the proposed final dividend during which no transfer of shares will be registered.

3. REGISTRATION PROCEDURES FOR THE AGM

Shareholders who intend to attend the AGM have to return the reply slip together with any necessary registration documents to the Company in person or by post or fax on or before 19 April 2012.

4. PROXY

- i. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote at the meeting on his behalf. A proxy needs not be a Shareholder.
- ii. In order to be valid, the proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or authority, shall be deposited by holders of Domestic Shares or non-H foreign shares of the Company at the place of business of the Company in the PRC not less than 24 hours before the time for holding of the AGM, or by H Shareholders at the place of business of the Company in Hong Kong by such time.
- iii. Shareholders or their proxies shall produce their identification documents when attending the AGM.

5. MISCELLANEOUS

- i. It is expected that the AGM will last for not more than half a day. All attending Shareholders shall arrange for their transportation and accommodation and shall bear all expenses in this connection.
- ii. The Company's place of business in the PRC:

F17, Red Goldage
No. 2, Guang Ning Bo Street
Beijing
PRC
Tel: (86) 10-6652 3000
Fax: (86) 10-6652 3171

- iii. The Company's place of business in Hong Kong:

Suites 5806-5808
Two International Finance Centre
8 Finance Street, Central
Hong Kong
Tel: (852) 2869 9098
Fax: (852) 2869 9708

The Board as of the date of this announcement comprises Mr. Liu Xiaoguang (Chairman), Mr. Tang Jun and Mr. Zhang Juxing who are the executive Directors, Mr. Feng Chunqin, Ms. Cao Guijie and Mr. Zhang Shengli who are the non-executive Directors, Mr. Li Zhaojie, Mr. Ng Yuk Keung and Mr. Wang Hong who are the independent non-executive Directors.

Reference is made to the long term incentive fund scheme of the Company (the “Long Term Incentive Fund Scheme”) which was adopted by the Company on 27 September 2007 and amended by the Company on 25 September 2009.

For the year ended 31 December 2011, the operating result of the Company has met the requirements as set out in the Long Term Incentive Fund Scheme. As such, the Long Term Incentive Fund Scheme can be implemented for the year and the allocation proposal of distribution of the total incentive amount for the year of 2011 for the directors and supervisors is as follows:–

Of the 10% of total incentive amount for the year of 2011 to be allocated to directors and supervisors of the Company, it is proposed that 6% will be allocated to the Chairman of the Board. The remaining 4% thereof is proposed to be allocated to the non-executive directors and supervisors of the Company, and it is further proposed that the Shareholders shall authorize the Board to determine the actual amount of the incentive fund to be allocated to each individual therefor.